

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who specialises in advising on the acquisition of shares and other securities and is duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA"), if you are a resident in the United Kingdom or, if you are not a resident in the United Kingdom, from another appropriately authorised independent financial adviser.**

Application has been made for the entire issued and to be issued share capital of Healthcare Investment Opportunities Plc, to be admitted to trading on AIM, a market operated by the London Stock Exchange. It is expected that Admission will become effective, and dealings in the Ordinary Shares will commence on 5 April 2013. The Existing Ordinary Shares are not dealt on any other recognised investment exchange and no application has been or is being made for the Ordinary Shares to be admitted to any such exchange.

**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 risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required, pursuant to the AIM Rules for Companies published by London Stock Exchange Plc (the "AIM Rules"), to have a nominated adviser. The nominated adviser is required to make a declaration to London Stock Exchange Plc on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. Neither the United Kingdom Listing Authority nor the London Stock Exchange Plc have examined or approved the contents of this Document.**

Prospective investors should read the whole text of this Document and should be aware that an investment in the Company is speculative and involves a high degree of risk and prospective investors should carefully consider the section entitled "Risk Factors" set out in Part II of this Document. All statements regarding the Company's business, financial position and prospects should be viewed in light of these risk factors.

This copy of this Document, which is drawn up as an admission Document in accordance with the AIM Rules, has been issued in connection with the application for admission to trading on AIM of the entire issued and to be issued ordinary share capital of Healthcare Investment Opportunities Plc. This Document does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and, accordingly, this Document does not constitute a prospectus for the purposes of FSMA and the Prospectus Rules and has not been pre-approved by the Financial Services Authority ("FSA") pursuant to section 85 of FSMA. Copies of this Document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Zeus Capital Limited, 3 Ralli Courts, West Riverside, Manchester M3 5FT and the registered office of the Company, 1 Scott Place, 2 Hardman Street, Manchester M3 3AA, from the date of this Document until one month from the date of Admission in accordance with the AIM Rules.

The Directors, whose names appear on page 5 of this Document, and the Company accept responsibility, both individually and collectively, for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such Document.

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## HEALTHCARE INVESTMENT OPPORTUNITIES PLC

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 08446337)*

**Placing of 40,000,000 new Ordinary Shares at a price of 10p per share**

**and**

**Admission to AIM**

**Nominated Advisor and Broker**

*Zeus Capital*

### SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION

	<i>Number</i>	<i>Amount</i>
Ordinary shares of 1p each	40,500,000	405,000

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The Placing is conditional, *inter alia*, on Admission taking place by 8.00 a.m. on 5 April 2013 (or such later date as the Company and Zeus Capital may agree, being not later than 12 April 2013). The Placing Shares will, upon Admission, rank *pari passu* in all respects and will rank in full for all dividends and other distributions declared paid or made in respect of the Ordinary Shares after Admission. It is emphasised that no application is being made for the Enlarged Share Capital to be admitted to the Official List of the UK Listing Authority or to any other recognised investment exchange.

Zeus Capital, which is authorised and regulated in the United Kingdom by the FSA, is acting as nominated adviser and broker to the Company in connection with the proposed admission of the Enlarged Share Capital to trading on AIM. Its responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this Document. No representation or warranty, express or implied, is made by Zeus Capital as to any of the contents of this Document (without limiting the statutory rights of any person to whom this Document is issued). Zeus Capital will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to customers of Zeus Capital or for providing advice in relation to the contents of this Document or any other matter.

This Document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy, shares to any person in any jurisdiction to whom it is unlawful to make such offer, invitation or solicitation. In particular, this Document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, neither the Existing Ordinary Shares or the Placing Shares may, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or in any other country, territory or possession where to do so may contravene local securities laws or regulations. The Existing Ordinary Shares and the Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities legislation of any state of the United States of America, any province or territory of Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa and they may not be offered or sold, directly or indirectly, within the United States of America or Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or to or for the account or benefit of any national, citizen or resident of the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or to any US person (within the definition of Regulation S made under the United States Securities Act 1933 as amended).

The distribution of this Document outside the UK may be restricted by law. No action has been taken by Healthcare Investment Opportunities Plc or Zeus Capital Limited that would permit a public offer of shares in Healthcare Investment Opportunities Plc or possession of this Document where action for that purpose is required. Persons outside the UK who come into possession of this Document should inform themselves about the distribution of this Document in their particular jurisdiction. Failure to comply with those restrictions may constitute a violation of the securities laws of such jurisdictions.

**Publication on website and availability of hard copies**

Copies of this Document are available, free of charge, from the Company's registered office and at the offices of Zeus Capital Limited, 3 Ralli Courts, West Riverside, Manchester M3 5FT, from the date of this Document until one month from Admission. You may request a hard copy of this Document and all other information, Documents and announcements by Zeus Capital on +44 (0)161 831 1512. This Document will also be available for download from the Company's website, [www.healthcareinvestmentopps.co.uk](http://www.healthcareinvestmentopps.co.uk).

**The reading of the summary cannot substitute for the reading of the entire Document. Forward – looking statements**

This Document includes "forward-looking statements" which includes all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations and any statements preceded by, followed by or that include forward-looking terminology such as the words "targets", "believes", "estimates" "expects", "aims", "intends", "can", "may", "anticipates", "would", "should", "could" or similar expressions or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. Among the important factors that could cause the Company's actual results, performance or achievements to differ materially from those in forward-looking statements include those factors in Part II entitled "Risk Factors" and elsewhere in this Document. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. As a result of these factors, the events described in the forward-looking statements in this Document may not occur.

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## EXPECTED ADMISSION STATISTICS AND TIMETABLE

### Admission Statistics

Number of Existing Ordinary Shares in issue at the date of this Admission Document	500,000
Number of Placing Shares	40,000,000
Number of Ordinary Shares in issue following Admission	40,500,000
Placing Price	10p
Market capitalisation of the Company at the Placing Price on Admission	£4.05 million
Gross proceeds of the Placing	£4 million
Estimated net proceeds of the Placing	£3.65 million
ISIN	GB00B94T6Y14
AIM symbol	HIO.L

### Timetable

Admission Document publication date	28 March 2013
Admission to trading on AIM effective and commencement of dealings in the Ordinary Shares	8.00 a.m. on 5 April 2013

## DIRECTORS, SECRETARY AND ADVISERS

Directors	David Evans ( <i>Chairman</i> ) Kevin Wilson ( <i>Non Executive Director</i> ) Malcolm Gillies ( <i>Non Executive Director</i> )
Company Secretary	Malcolm Gillies
Registered Office	1 Scott Place 2 Hardman Street Manchester M3 3AA
Telephone Number	0161 831 1512
Nominated Adviser and Broker	<b>Zeus Capital Limited</b> 3 Ralli Courts West Riverside Manchester M3 5FT
Reporting Accountants and Auditors	<b>Kingston Smith LLP</b> Devonshire House 60 Goswell Road London EC1M 7AD
Solicitors to the Company	<b>DWF LLP</b> 1 Scott Place 2 Hardman Street Manchester M3 3AA
Solicitors to the Nominated Adviser and Broker	<b>BPE Solicitors LLP</b> St James' House St James' Square Cheltenham GL50 3PR
Registrars	<b>Capita Registrars Limited</b> The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

## DEFINITIONS

The following terms apply in this Document unless the context requires otherwise:

“Act”	the Companies Act 2006
“Admission”	admission of the entire ordinary share capital of the Company in issue (including the Placing Shares) to trading on AIM and such admission becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules for Companies”	the rules of the London Stock Exchange that set out the obligations and responsibilities in relation to companies whose shares are admitted to AIM as published and amended by the London Stock Exchange from time to time
“AIM Rules for Nominated Advisers”	the rules of the London Stock Exchange that set out the eligibility, obligations and certain disciplinary matters in relation to nominated advisers as published and amended by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Board” or “Directors”	the board of directors of the Company
“Company” or “Healthcare Investment Opportunities”	Healthcare Investment Opportunities Plc, a company incorporated in England and Wales with company number 8446337
“Corporate Governance Code”	the UK Corporate Governance Code published by the Financial Reporting Council as in force from time to time
“CREST”	the relevant system (as defined in the CREST Regulations) in accordance with which securities may be held or transferred in uncertificated form, and in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended, and any applicable rules made under those regulations
“Document” or “Admission Document”	this Document
“DTR”	the Disclosure and Transparency Rules as published by the FSA as in force from time to time
“Enlarged Share Capital”	the Existing Ordinary Shares and the Placing Shares
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of Crest
“Existing Ordinary Shares”	the existing Ordinary Shares as at the date of this Document
“FSA”	the Financial Services Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Investment Policy”	the policy referred to in paragraph 3 of Part I of this Document
“IP”	intellectual property

“London Stock Exchange”	London Stock Exchange Plc
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company
“Placing”	the placing of the Placing Shares as described in this Document
“Placing Price”	10p per Placing Share
“Placing Shares”	40,000,000 new Ordinary Shares to be issued pursuant to the Placing at the Placing Price
“Shareholders”	holders of Ordinary Shares from time to time
“UK Listing Authority”	the Financial Services Authority acting in its capacity as a competent authority for the purposes of Part VI of FSMA
“Zeus Capital”	Zeus Capital Limited, a company incorporated in England and Wales with company number 04417845, authorised and regulated by the FSA

In this Document use of the singular includes the plural and vice versa, unless the context otherwise requires.

**PART I**

**INFORMATION ON THE COMPANY**

**HEALTHCARE INVESTMENT OPPORTUNITIES PLC**

**1. Introduction**

Healthcare Investment Opportunities is a newly incorporated investment company focusing on opportunities in the healthcare sector. The Directors believe that there are a number of potentially very attractive investment opportunities within small and medium size unquoted healthcare businesses in the UK which are revenue generating or near revenue generating, have embedded or protected IP, strong management and significant growth opportunities.

The Board, led by David Evans, has an excellent track record in the healthcare sector having taken a number of early stage companies to the public markets, building them through acquisition and organic growth and delivering significant returns to shareholders.

The Board, through its extensive network of contacts, has identified a number of potentially interesting investment opportunities, although formal discussions in respect of any of these opportunities have not yet commenced. The Board anticipates the first acquisition will be a reverse takeover, in accordance with the AIM Rules for Companies, will be subject to prior shareholder approval and the publication of an admission Document and is expected to be made within 6 months of Admission. In addition, the Board may also consider making other smaller acquisitions or investments although the Directors do not intend to create a portfolio of unconnected companies.

On Admission, David Evans will hold an option over 10 per cent. of the Enlarged Share Capital which will incentivise him to devote the required time to deliver the Investment Policy for the benefit of Shareholders. Further details of the arrangements with David Evans are set out in paragraph 4 of this Part I.

The Company has raised £4 million, gross, conditional on Admission, through the Placing of the Placing Shares with new investors, further details of which are set out in paragraph 6 of this Part I.

**2. Background and the investment case**

Long term demographic drivers such as the existence of an ageing population throughout the developed world, increasing spending power and demand for high quality medical care in emerging markets mean that there is strong demand for new and innovative healthcare products. These factors, in addition to the fact that healthcare spending is largely non discretionary and continues throughout the economic cycle, have been recognised by investors, with the FTSE AIM All Share Healthcare Index outperforming the FTSE All Share by 14 per cent. in the past year, a year when the All Share Index itself has risen by over 10 per cent.

The Directors consider, based on their significant experience, that the current market conditions and the general difficulty of securing both equity and debt financing for businesses, means there exists considerable opportunities to implement the Company's Investment Policy.

The Board as a whole, and in particular David Evans (Chairman), has an extensive contact base and a proven record of creating value for investors through building businesses in the healthcare sector via a combination of organic and acquisitive growth. Examples include:

**Axis Shield:** As the former CFO David Evans guided Shield Diagnostics Limited through its IPO and then, as its CEO, through its merger with Axis Biochemical ASA to form Axis-Shield Plc, a diagnostics company listed on the Main Market of the London Stock Exchange. David then left the company to pursue his career elsewhere. In October 2011, Axis Shield was acquired by Alere for £235 million and stands as one of the early public company successes in the diagnostics sector.

**BBI Holdings Plc:** An intermediate supplier of reagents and tests to the point of care market which admitted to AIM in April 2004 with a value of £10 million. Having completed a series of acquisitions under David's



stewardship, the company was sold to Inverness Medical Innovations, Inc. in a deal that valued it at £83.7 million.

**DxS Ltd:** A developer and manufacturer of companion diagnostic products. David was appointed chairman in 2007 and left the company just prior to the company being sold to Qiagen NV in September 2009 in a deal that valued it at £82 million.

**EKF Diagnostics Holdings Plc:** David Evans led the company into the in-vitro diagnostics industry acquiring EKF-diagnostic GmbH in June 2010 for £14.2 million by way of a reverse takeover. The company subsequently made a number of acquisitions and the market capitalisation of the business has increased to £70.0 million.

**Epistem Holdings Plc:** A biotechnology company commercialising adult stem cells in the areas of oncology and gastrointestinal diseases. David was appointed interim CEO in 2005 and led the search for an appropriate CEO to take the business forward. David then became non executive chairman in 2007 when the company was admitted to AIM with a market capitalisation of £8.1million. Under his chairmanship it has grown to £53.7million.

**Scancell Holdings Plc:** A developer of novel therapeutic vaccines for the treatment of cancer. David was appointed as chairman of Scancell in 2008 since when its market capitalisation has grown from £6.1 million to £79.7 million.

**Sirigen Group Limited:** David was chairman of Sirigen Group Limited, an early stage medical technology company that was sold in 2012 to Becton, Dickinson and Company, a global medical technology company. Several UK venture capital investors realised returns up to four times their original investment.

The above examples demonstrate David's ability to build, where required, viable executive management teams and create and deliver shareholder value.

### 3. Investment Policy

The Company's objective is to generate an attractive rate of return for Shareholders, predominantly through capital appreciation, by acquiring and/or investing in businesses in the healthcare sector. The Company's primary investment focus will be businesses that have embedded or protected IP and scalable technologies that, in the opinion of the Board, have the potential to attain a significant market share. The Directors believe that a number of opportunities exist at the date of this Document to acquire interests in such businesses. The Company will be an active investor and will seek to strengthen incumbent management teams, where required, with the necessary skills to deliver shareholder value.

The Company will seek to acquire a business with the following key characteristics:

- revenue generating or near revenue generating;
- embedded or protected IP;
- UK based;
- capable of significant growth potential; and
- a credible management team.

Whilst the Company will look at opportunities in the healthcare sector, it is unlikely to invest in businesses whose activities are predominately in the field of diagnostics, but may invest in businesses which provide services to such companies. The Board has identified a number possible investment opportunities whose activities include:

- genetics research and biomarker solutions;
- provider of products and services to life sciences, materials and high technology sectors with embedded IP; and
- innovative company focused on the design, manufacture, validation and supply of real-time polymerase chain reaction reagents.

The Company does not currently intend to fund any investment with debt or other borrowings, but may do so if appropriate.

All expenditure by the Company shall be kept to a minimum until an acquisition is made. At that time the remuneration of the Directors shall be reviewed and suitable remuneration arrangements shall be agreed with the Directors and any new persons appointed to the Board.

The Directors are confident that the first acquisition, which is expected to be a reverse takeover will be completed within 6 months of Admission. Under the AIM Rules for Companies, the Investment Policy must be implemented within 18 months of Admission. If this does not occur, the Directors will seek ongoing approval of the Investment Policy by Shareholders at the Company's annual general meeting immediately following the elapsing of this period and on an annual basis thereafter until such time that the Investment Policy has been implemented. If, however, it appears unlikely that the Investment Policy can be implemented within two years, the Directors may consider returning remaining funds to Shareholders.

#### **4. Option Arrangements with David Evans**

Under the terms of an option agreement between the Company and David Evans, to be dated 29 March 2013, David Evans has been granted an option over 4,050,000 new Ordinary Shares, representing 10 per cent. of the issued share capital at Admission. The options will vest following an acquisition being completed within 12 months from Admission and on the share price being in excess of 20 pence per share. Once vested, the exercise period will be 10 years and the exercise price will be 10 pence per share.

#### **5. The Directors**

##### ***David Evans (Chairman, aged 52)***

David Evans has a proven track record in acquiring, integrating and growing businesses in the diagnostic area and in value creation, exemplified by his role at BBI Holdings Plc where he grew the company through acquisition and organic growth, from a value of £4 million to a value of £84 million in 2007, when BBI was sold to Inverness Medical Innovations Inc. He was chairman of DxS Limited, which was sold in 2009 for £82 million. David was also chairman of Sirigen Group Limited, an early stage medical technology company that was sold in 2012 to Becton, Dickinson and Company, a global medical technology company. David was also previously Chairman of Immunodiagnostics Systems Holdings Plc.

David is currently chairman of Epistem Holdings Plc, which at flotation in 2007 had a share price of 124p and at the close of business on 27 March 2013 had a share price of 555p, EKF Diagnostic Holdings Plc, which at flotation in 2010 had a share price of 12.5p and at the close of business on 27 March 2013 was trading at 29p per share, and Scancell Holdings Plc, which on Admission to AIM in 2010 was trading at 8.5p per share, and at the close of business on 27 March 2013 was trading at 40p per share. David is also chairman of Omega Diagnostics Group Plc and Venn Life Sciences Holdings Plc, which was floated in December 2012.

##### ***Kevin Wilson (Non Executive Director, aged 62)***

Dr. Kevin Wilson was corporate finance director and head of the Manchester office for Arbuthnot Securities. Kevin has spent over 25 years as a securities analyst and corporate finance adviser in both stockbroking and investment banking, providing advice to a wide range of smaller public and private companies. He is a visiting fellow at Lancaster and Manchester Business Schools and formerly a visiting professor at Lausanne and Geneva. Kevin is a director of AIM listed EKF Diagnostics Plc and a former director of BBI Group Plc.

##### ***Malcolm Gillies (Non Executive Director, aged 62)***

Malcolm is a director and angel investor in several private companies mostly involved in the healthcare area including Aircraft Medical Limited; Antoxis Limited and Ohmedics Limited. He has previously held positions as a non-executive director in public companies and was company secretary at Axis-Shield Plc. He has a background as a corporate finance lawyer, having been a senior partner with Shepherd+Wedderburn LLP.

The Directors have known each other for around 20 years and have historically worked together as investors and directors on several businesses.

## 6. Placing

The Company has raised £4 million, before expenses, by way of a placing of the Placing Shares at the Placing Price. The Placing is conditional, *inter alia*, upon Admission. The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares. Application will be made to the London Stock Exchange for the Existing Ordinary Shares and the Placing Shares to be admitted to trading on AIM. It is expected that trading in the Ordinary Shares will commence on 5 April 2013 (or such later date as the Company and Zeus Capital may agree, not later than 12 April 2013).

The funds raised will be used for working capital whilst the Board seek suitable investments and, where applicable, acquisitions in line with the Company's Investment Policy. Pursuant to the Placing Agreement, entered into between Zeus Capital, the Company and the Directors, the Company and Directors have given certain warranties and the Company an indemnity to Zeus Capital. The Company has agreed to pay Zeus Capital a corporate finance fee of £100,000 and a commission of 5 per cent. of funds raised by Zeus Capital. The Placing Shares will, upon allotment, rank *pari passu* in all respects with the Existing Ordinary Shares. Further details of the Placing Agreement are set out in paragraph 9.1 of Part V of this Document.

## 7. Reasons for Admission

Following Admission, the cash held by the Company will be used, in part, as working capital for the operating costs of the Company in order to seek out and research potential acquisitions and investments.

Operating costs will be maintained at the minimum level consistent with the Company's status as a publicly quoted company. The Company will not acquire premises of its own or engage any employees before making a significant investment or acquisition. The Directors will seek to conserve the Company's resources.

The Directors believe that the benefits of the AIM listing include:

- the ability to enter into negotiations with vendors of businesses or companies, to whom the issue of publicly traded shares as consideration is potentially more attractive than the issue of shares in an equivalent private company for which no trading facility exists; and
- the ability to attract high quality directors and employees by offering share options. The Directors consider that the ability to grant options over AIM quoted shares is potentially more attractive to Directors and employees than the grant of options over unquoted shares.

The Directors are of the opinion that the Company will have, following the Placing, sufficient funds to implement its investment strategy and to provide working capital for the Company's initial operations in line with its corporate strategy as set out in this Document.

## 8. EIS/VCT Status

The Company has made application to HM Revenue & Customs to seek advanced clearance for relief under EIS and VCT Schemes. The Company expects to receive notification from HM Revenue & Customs that the Placing Shares should qualify for EIS and VCT relief. The availability of tax relief will depend, *inter alia*, upon the investor and the Company continuing to satisfy various qualifying conditions. The Company cannot guarantee to conduct its activities in such a way as to maintain its status as a qualifying EIS or VCT investment but the Directors intend, as far as possible, to do so. Investors considering taking advantage of EIS relief or making a qualifying VCT investment are recommended to seek their own professional advice in order that they may fully understand how the relief legislation may apply in their individual circumstances.

Any Shareholder who is in any doubt as to his taxation position under the EIS and VCT legislation, or who is subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser.

## 9. Corporate Governance and internal controls

The Directors recognise the importance of sound corporate governance, whilst taking into account the size and nature of the Company. As the Company grows, the Directors intend that the Company should develop policies and procedures, which reflect the principles, set out in the Corporate Governance Code to the extent that they are appropriate to the size of the Company.

The Company will, upon Admission, have an Audit and Risk committee. The Directors anticipate that on completion of a reverse takeover it will become appropriate to establish Nomination and Remuneration Committees, and these Committees will be established at that point.

The Audit and Risk Committee will have Kevin Wilson as Chairman, and will have primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of the Company is properly measured and reported on and reviewing reports from the Company's auditors relating to the Company's accounting and internal controls, in all cases having due regard to the interests of Shareholders. The Audit and Risk Committee will meet at least twice a year. Malcolm Gillies will be the other member of the Audit Committee.

The Directors understand the importance of complying with the AIM Rules relating to Directors' dealings and has established a share dealing code which is appropriate for an AIM quoted company.

## **10. Dividend policy**

The Company has not yet commenced trading and the Directors believe that it is inappropriate to give an indication of the future dividend policy.

## **11. Taxation**

Information regarding taxation in relation to the Admission is set out in paragraph 16 of Part V of this Document. If you are in any doubt as to your tax position you should consult your own professional adviser immediately.

## **12. Lock-in arrangements**

On Admission, the Directors will be interested in 500,000 Ordinary Shares representing approximately 1.23 per cent. of the Ordinary Shares. In addition, David Evans will have an option over 10 per cent. of the Enlarged Share Capital.

Given that the Company has not been revenue earning for two years, no Directors or other related parties will be able to dispose of any interest in the Ordinary Shares of the Company for a period of 12 months from Admission in accordance with Rule 7 of the AIM Rules for Companies. Further details are set out in paragraph 9.5 of Part V of this Document.

## **13. Financial information**

An Accountants' Report on the Company, which has no trade or business, is set out in Part III of this Document. The information provided comprises a short form report prepared by Kingston Smith LLP, based on the unaudited management accounts of the Company for the period from its incorporation on 15 March 2013 to 27 March 2013. An unaudited pro forma statement of net assets is included in Part IV for illustrative purposes only to show the effect of the issuance of shares as detailed in Part V paragraph 3. The Company's accounting reference date is 31 March.

## **14. CREST**

The Company's Articles permit the Company to issue shares in uncertificated form in accordance with the Uncertificated Securities Regulations 2001. Application has been made for the Ordinary Shares to be admitted to CREST upon the commencement of dealings on AIM.

## **15. Risk factors**

**Your attention is drawn to the risk factors set out in Part II of this Document. Potential investors should carefully consider the risks described in Part II before making a decision to invest in the Company.**

## PART II

### RISK FACTORS

The attention of prospective investors is drawn to the fact that ownership of shares in the Company will involve a variety of risks which, if any of them occur, may have a materially adverse effect on the Company's business or financial condition, results or future operations. In such case, the market price of the Ordinary Shares could decline and an investor might lose all or part of his or her investment. Investors should also be aware of the risks associated with an investment in a business which is in the early stages of development.

In addition to the information set out in this Document, the following risk factors should be considered carefully in evaluating whether to make an investment in the Company. The following factors do not purport to be an exhaustive list or explanation of all the risk factors involved in investing in the Company and they are not set out in any order of priority. In particular, the Company's performance might be affected by changes in market and/or economic conditions and in legal, regulatory and tax requirements. Additionally, there may be other additional risks of which the Directors are not aware or believe to be immaterial which may, in the future, adversely affect the Company's business and the market price of the Ordinary Shares.

#### RISK FACTORS RELATING TO THE BUSINESS AND OPERATIONS OF THE COMPANY

##### **The Company is a new company with no operating history**

The Company was incorporated on 15 March 2013 and, since that date, has not commenced operations and so does not have a track record or operating history, nor does it have any material assets or liabilities. Accordingly, as at the date of this Admission Document, the Company has limited financial statements and/or meaningful historical financial data upon which prospective investors may base an evaluation of the Company. The Company is therefore subject to all of the risks and uncertainties associated with any new business enterprise including the risk that the Company will not achieve its investment objectives and that the value of an investment in the Company could decline and may result in the total loss of all capital invested. The past performance of companies, assets or funds managed by the Directors, or persons affiliated with them, in other ventures in the healthcare sector or otherwise, is not necessarily a guide to the future business, results of operations, financial condition or prospects of the Company.

##### **Reliance on the retention of Directors and consultants**

The Company will rely heavily on a small number of key individuals, in particular the Directors, to identify, acquire and manage suitable assets, companies and/or businesses. The retention of their services cannot be guaranteed. Accordingly the loss of any such key individual may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

##### **Identifying and acquiring suitable target acquisition opportunities**

The Company's ability to implement the Investment Policy will be limited by its ability to identify and acquire a suitable acquisition or suitable ancillary acquisitions. Suitable opportunities may not always be readily available. The Company's initial and future acquisitions may be delayed or made at a relatively slow rate because, *inter alia*:

- the Company intends to conduct detailed due diligence prior to approving acquisitions;
- the Company may conduct extensive negotiations in order to secure and facilitate an acquisition;
- it may be necessary to establish certain structures in order to facilitate an acquisition;
- competition from other investors, market conditions or other factors may mean that the Company cannot identify attractive acquisitions or such acquisitions may not be available at the rate the Company currently anticipates;
- the Company may be unable to raise bank finance on terms the Directors consider reasonable; or
- the Company may need to raise further capital to make acquisitions and/or fund the assets or businesses invested in, which may in turn have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

### **Timing of investments**

As detailed above, the Company cannot accurately predict how long it will actually take to deploy the capital available to it or whether it will be able to do so at all. Any significant delay or inability to find a suitable acquisition may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Pursuant to the AIM Rules for Companies, if the Company has not substantially implemented its Investment Policy within 18 months of Admission, the Investment Policy will be subject to approval by Shareholders at the next annual general meeting of the Company and annually thereafter.

### **Success of Investment Policy not guaranteed**

The Company's level of profit will be reliant upon the performance of the assets acquired and the Investment Policy (in both its current form and as amended from time to time). The success of the Investment Policy depends on the Directors' ability to identify investments in accordance with the Company's investment objectives and to interpret market data correctly. No assurance can be given that the strategy to be used will be successful under all or any market conditions, that the Company will be able to identify opportunities meeting the Company's investment criteria, that the Company will be able to invest its capital on attractive terms or that the Company will be able to generate positive returns for Shareholders. If the Investment Policy is not successfully implemented, this may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

### **Change in Investment Policy**

The Investment Policy may be modified and altered from time to time with the approval of Shareholders, so it is possible that the approaches adopted to achieve the Company's investment objectives in the future may be different from those the Directors currently expect to use, which are disclosed in this Admission Document. Any such change may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

### **General economic climate**

The Company may acquire or make investments in companies and businesses that are susceptible to economic recessions or downturns. During periods of adverse economic conditions, these companies and businesses may experience decreased revenues, financial losses, difficulties in obtaining access to, and fulfilling commitments in respect of, financing and increased funding costs. Any of the foregoing could cause the value of the investment to decline. In addition, during periods of adverse economic conditions, the Company may have difficulty accessing financial markets, which could make it more difficult or impossible for the Company to obtain funding for additional investments and negatively affect the Company's net asset value and operating results. Accordingly, adverse economic conditions may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Factors that may contribute to the general economic climate include industrial disruption, interest rates and the rate of inflation.

### **Investments in private companies are subject to a number of risks**

The Company may invest in or acquire privately held companies or assets. These may (a) be highly leveraged and subject to significant debt service obligations, stringent operational and financial covenants and risks of default under financing and contractual arrangements, which may adversely affect their financial condition; (b) have limited operating histories and smaller market shares than larger businesses making them more vulnerable to changes in market conditions or the activities of competitors; (c) have limited financial resources; (d) be more dependent on a limited number of management and operational personnel, increasing the impact of the loss of any one or more individuals; and (e) require additional capital. All or any of these factors may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

### **Material facts or circumstances not revealed in the due diligence process**

Prior to making or proposing any investment, the Company will undertake legal, financial and commercial due diligence on potential investments to a level considered reasonable and appropriate by the Company on a case by case basis. However, these efforts may not reveal all material facts or circumstances that would have a material adverse effect upon the value of the investment. In undertaking due diligence, the Company will need to utilise its own resources and may be required to rely upon third parties to conduct certain aspects of the due diligence process. Further, the Company may not have the ability to review all documents relating to the investee company and assets. Any due diligence process involves subjective analysis and there can be no assurance that due diligence will reveal all material issues related to a potential investment. Any failure to reveal all material facts or circumstances relating to a potential investment may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

### **Early stage of development**

The Company may make investments in entities and assets at a relatively early stage of development. There can be no assurances that such companies or assets will successfully develop or that the technologies they have will be suitable for commercialisation. Such entities and assets may require the injection of further capital at a level that the Company, or any third party, is unable or unwilling to meet. Such an outcome may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

## **RISKS RELATING TO THE ORDINARY SHARES AND THEIR TRADING ON AIM**

### **No prior trading record for the Ordinary Shares**

Since the Ordinary Shares have not previously been traded, their market value is uncertain. There can be no assurance that the market will value the Ordinary Shares at or above the Placing Price. Following Admission, the market price of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore be unable to recover the value of their original investment. The Company's operating results and prospects from time to time may be below the expectations of market analysts and investors. Additionally, stock market conditions may affect the Ordinary Shares regardless of the investment performance of the Company. Stock market conditions are affected by many factors, such as general economic outlook, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand and supply of capital.

Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others may be outside the Company's control.

### **Investing company status**

The Company is currently considered to be an investing company for the purposes of the AIM Rules for Companies. As a result, it may benefit from certain partial carve-outs to the AIM Rules for Companies, such as those in relation to the classification of reverse takeovers. Were the Company to lose investing company status for any reason, such carve-outs would cease to apply. It is anticipated that any acquisition will be considered to be a reverse takeover.

### **Trading on AIM**

An investment in shares traded on AIM is generally perceived to involve a higher degree of risk and to be less liquid than an investment in shares listed on the Official List. AIM has been in existence since June 1995 but its future success, and the liquidity of the market for the Ordinary Shares cannot be guaranteed.

Consequently, it may be more difficult for an investor to sell his or her Ordinary Shares than it would be if the Ordinary Shares were listed on the Official List, and he or she may receive less than the amount paid.

In addition, there can be no guarantee that the Company will always maintain a quotation on AIM. If it fails to retain such a quotation, investors may decide to sell their Ordinary Shares, which could have an adverse impact on the price of the Ordinary Shares. If in the future the Company decides to maintain a quotation on another exchange in addition to AIM, the level of liquidity of shares traded on AIM may decline if Shareholders choose to trade on that market rather than on AIM.

**Lack of active market**

On Admission, there will be a limited number of Shareholders in the Company and therefore it is possible that an active trading market may not develop. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected.



**PART III**  
**FINANCIAL INFORMATION ON THE COMPANY**  
**ACCOUNTANTS' REPORT ON THE COMPANY**



28 March 2013

The Directors  
Zeus Capital Limited  
3 Ralli Courts  
West Riverside  
Manchester  
M3 5FT

The Directors  
Healthcare Investment Opportunities Plc  
1 Scott Place  
2 Hardman Street  
Manchester  
M3 3AA

Dear Sirs

**Healthcare Investment Opportunities Plc (“the Company”)**

We report on the financial information set out below relating to the Company. This financial information has been prepared for inclusion in the Admission Document of the Company (“the Admission Document”) on the basis of the accounting policies set out in Note 2 to the financial information. This report is required by the AIM Rules and is given for the purpose of complying with Schedule 2 of Section 20.2 of Annex 1 to the AIM Rules and for no other purpose.

**Responsibilities**

The Directors of the Company are responsible for preparing the financial information on the basis of preparation set out in Notes 1 and 2 to the financial information and in accordance with International Financial Reporting Standards.

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

**Basis of opinion**

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity’s circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

**Opinion**

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at the dates stated and of its profits, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in Note 2 and in accordance with International Financial Reporting Standards.

**Declaration**

For the purposes of Paragraph (a) of Schedule Two of the AIM Rules we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully

Kingston Smith LLP  
Chartered Accountants & Registered Auditors  
Devonshire House  
60 Goswell Road  
London  
EC1M 7AD

**Financial information on the Company  
Healthcare Investment Opportunities Plc**

**Statement of Financial Position at 27 March 2013**

	£
<b>Current Assets</b>	
Cash and cash equivalents	50,000
	<u>50,000</u>
<b>Total Assets</b>	<b><u>50,000</u></b>
<b>Capital and Reserves</b>	
Ordinary Shares	50,000
	<u>50,000</u>
<b>Total Capital and Reserves</b>	<b><u>50,000</u></b>

**Statement of cash flows from 15 March 2013 to 27 March 2013**

	£
Proceeds from issue of share capital	50,000
	<u>50,000</u>
Cash and cash equivalents brought forward	–
	<u>–</u>
<b>Cash and cash equivalents carried forward</b>	<b><u>50,000</u></b>

**Statement of changes in equity**

**Period from 15 March 2013 to 27 March 2013**

	<i>Share capital (£)</i>	<i>Profit and Loss Account (£)</i>	<i>Total Equity (£)</i>
Balance at 15 March 2013	–	–	–
Issue of share capital	50,000	–	50,000
	<u>50,000</u>	<u>–</u>	<u>50,000</u>
<b>Balance at 27 March 2013</b>	<b><u>50,000</u></b>	<b><u>–</u></b>	<b><u>50,000</u></b>

## **Notes to the Financial Statements for the period from 15 March 2013 to 27 March 2013**

### **1. Nature of Operations and Inherent Risk of Business**

Healthcare Investment Opportunities Plc (“the Company”) was incorporated in England and Wales under the Companies Act 2006 as a public company on 15 March 2013. The Company is in the development stage and has not yet commenced principal operations. The Company’s principal business activities are that of an investing company focussing on opportunities in the healthcare sector.

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and on the going concern basis, which assumes that the Company will be able to realise its assets and discharge its liabilities in the normal course of operations. The Company has no current source of operating revenues and its capacity to operate as a going concern in the near-term will likely depend on its ability to identify and complete successful investments. There can be no assurance that the Company will be able to find suitable opportunities, in which case the Company may be unable to meet its obligations. Should the Company be unable to realise on its assets and discharge its liabilities in the normal course of business, the net realisable value of its assets may be materially less than the amounts recorded on the statement of financial position.

### **2. Summary of significant accounting policies**

#### **2.1 General**

Healthcare Investment Opportunities Plc is a Public Limited Company incorporated in England and Wales (Registration Number 8446337). The address of the registered office is 1 Scott Place, 2 Hardman Street, Manchester, M3 3AA.

#### **2.2 Statement of compliance**

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) effective for the Company’s reporting period ending 27 March 2013.

The policies applied in these financial statements are based on IFRS issued and outstanding as of 28 March 2013, the date the Board of Directors approved the financial statements.

#### **2.3 Significant accounting estimates and judgements**

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognised in the period in which the estimate is revised and the revision affects both current and future periods.

#### **2.4 Foreign currency**

The financial statements are presented in pounds sterling, which is the functional currency of the Company.

Transactions in currencies other than the functional currency are recorded at the rates of the exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary items denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. The Company has not engaged in any non-monetary transactions as of 27 March 2013.

## Notes to the Financial Statements for the period from 15 March 2013 to 27 March 2013

### 2.5. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Financial assets and financial liabilities are recognised on the statement of financial position at the time the Company becomes a party to the contractual provisions. Upon initial recognition, financial instruments are measured at fair value. Measurement in subsequent periods is dependent on the classification of the financial instrument. The only financial asset currently held is cash and there are currently no financial liabilities.

These instruments are classified into one of the following five categories: fair value through profit or loss, held-to-maturity, loans and receivables, available-for-sale, or financial liabilities at amortized cost. Instruments are classified as current if they are assumed to be settled within one year, otherwise they are classified as non-current.

As at 27 March 2013, the Company had no financial instruments other than cash.

### 2.6 Options

Share options issued are accounted for using the fair value method and result in a charge to profit or loss and a credit to equity. When options are exercised, the proceeds received by the Company are credited to share capital and share premium. When options expire, the amount recognised in equity in respect of the lapsed options is credited to retained earnings as a reserve transfer.

### 2.7 Basis of preparation

The financial statements have been prepared in accordance with IFRS including standards and interpretations issued by the International Accounting Standards Board ("IASB"), and have been prepared in accordance with the historical cost convention.

In preparing the financial information the Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial Instruments <sup>1</sup>
Amendments to IAS 1	Deferred Tax – Recovery of Underlying Assets <sup>2</sup>

<sup>1</sup>Effective for annual periods beginning on or after 1 January 2015

<sup>2</sup>Effective for annual periods beginning on or after 1 July 2013

The financial statements are presented in pounds sterling, rounded to the nearest pound.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

The accounting policies set out below have been applied consistently throughout the financial period presented in these financial statements and the accounting policies have been applied consistently by the Company and its subsidiaries.

### 3. Segmental reporting

For the period covered by the financial information, there were no separate reportable operating segments used by management for internal reporting purposes.

## Notes to the Financial Statements for the period from 15 March 2013 to 27 March 2013

### 4. Share capital

	£
Allotted and called up:	
500,000 ordinary shares of 10p each	<u>50,000</u>

On incorporation, the issued share capital of the company was £1, represented by 1 ordinary share of £1. On 26 March 2013 this ordinary share was subdivided into 10 ordinary shares of 10p each. On 26 March 2013, 499,990 shares were subscribed for at par value. On 28 March 2013, each ordinary share of 10p was subdivided into 1 ordinary share of 1p and 1 deferred share of 9p.

### 5. Commitments

The Company is committed to pay certain fees in connection with the fundraising and admission. The minimum cost is approximately £Nil. The maximum expected cost on successful completion of the fundraising and admission is approximately £347,500.

### 6. Capital Management

The capital of the Company consists of shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition opportunities and to maintain optimal returns to shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended 27 March 2013. The Company is not subject to externally imposed capital requirements.

### 7. Risk Management

#### a) Credit risk

All the Company's cash will be held with well known and established financial institutions. As such, management considers credit risk related to these financial assets to be minimal.

The Company's maximum credit risk exposure is limited to the carrying value of its cash and subscriptions receivable. At 27 March 2013, the Company had no material amounts deemed to be uncollectible.

#### b) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have a material exposure to this risk as there are no outstanding debt facilities.

## **Notes to the Financial Statements for the period from 15 March 2013 to 27 March 2013**

### **c) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or harm to the Company's reputation.

The Company utilises authorisation for expenditures to further manage capital expenditures and attempts to match its payment cycle with available cash resources.

### **d) Foreign currency risk**

The Company is exposed to foreign currency fluctuations on its cash which is denominated in British pounds as well as its consulting expenses which are denominated in British pounds.

## **8. Post Balance Sheet Events**

On 28 March 2013, each ordinary share of 10p was subdivided into 1 ordinary share of 1p and 1 deferred share of 9p.

On 29 March 2013, options over 4,050,000 ordinary shares will be issued to David Evans (Director). The options will be exercisable at 10 pence per ordinary share and are subject to certain performance conditions.

Commitments have been received for a share placing which will result in the issue of 40,000,000 New Ordinary Shares on Admission at 10 pence per share which will raise gross proceeds of £4 million.

## PART IV

### UNAUDITED PRO FORMA STATEMENT OF NET ASSETS



28 March 2013

The Directors  
Healthcare Investment  
Opportunities Plc  
1 Scott Place  
2 Hardman Street  
Manchester M3 3AA

The Directors  
Zeus Capital Limited  
3 Ralli Courts  
West Riverside  
Manchester M3 5FT

Dear Sirs

#### **Pro Forma Statement of Net Assets – Healthcare Investment Opportunities Plc**

We report on the pro forma statement of net assets set out below relating to the Company which has been prepared on the basis described in the notes, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 27 March 2013. This report is required by guidance issued by the London Stock Exchange with respect to the AIM market and is given for the purpose of complying with that guidance and for no other purposes.

#### **Responsibilities**

It is the responsibility of the Directors of the Company to prepare the pro forma financial information in accordance with guidance issued by the London Stock Exchange.

It is our responsibility to form an opinion, as required by guidance issued by the London Stock Exchange, as to the proper compilation of the pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

#### **Basis of Opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma statement of net assets with the Directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

#### **Opinion**

In our opinion:

- (a) the pro forma statement of net assets has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.



**Declaration**

For the purposes of guidance issued by the London Stock Exchange we are responsible for this report as part of the AIM Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the AIM Admission Document in compliance with guidance issued by the London Stock Exchange.

Yours faithfully

KINGSTON SMITH LLP  
Chartered Accountants and Registered Auditors  
60 Goswell Road  
London  
EC1M 7AD

## Unaudited Pro Forma Statement of Net Assets

The unaudited Pro Forma Statement of Net Assets of the Company, illustrating the effect on the proposed fundraising, as if it took place on 27 March 2013, is set out below. The Pro Forma statement has been prepared for illustrative purposes only and, because of its nature, may not reflect the actual financial position of the Company post completion.

	<i>Healthcare Investment Opportunities Plc As at 27 March 2013 £</i>	<i>Proposed Fundraising (notes 1, 2) £</i>	<i>Pro forma £</i>
<b>Current Assets</b>			
Cash at bank and in hand	50,000	3,652,500	3,702,500
<b>Net Assets</b>	<u>50,000</u>	<u>3,652,500</u>	<u>3,702,500</u>
Share capital and share premium	50,000	3,652,500	3,702,500
<b>Equity and Non Equity shareholders' funds</b>	<u>50,000</u>	<u>3,652,500</u>	<u>3,702,500</u>

## Notes

### 1. Fundraising

Issue of 40,000,000 new ordinary shares of 1p each at 10p per share £4,000,000

### 2. Estimated expenses

Estimated expenses of admission and fundraising of £347,500 have been charged to the share premium account.

## PART V

### ADDITIONAL INFORMATION

#### 1. Responsibility Statements

- 1.1 The Directors, whose names appear on page 5 of this Document, and the Company, accept responsibility, both individually and collectively, for the information contained in this Document. To the best of the knowledge of the Directors and the Company, who have taken all reasonable care to ensure that such is the case, the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 Kingston Smith LLP accepts responsibility for its report contained in Part III of this Document. To the best of the knowledge and belief of Kingston Smith LLP, which has taken all reasonable care to ensure that such is the case, the information contained in such report is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. The Company

- 2.1 The Company was incorporated and registered in England and Wales on 15 March 2013 under the Act as Healthcare Investment Opportunities plc a public company limited by shares and with registered number 08446337.
- 2.2 The principal legislation under which the Company operates is the Act and the regulations made there under. The liability of the members of the Company is limited.
- 2.3 The Company's registered office is at c/o DWF LLP, 1 Scott Place, 2 Hardman Street, Manchester, M3 3AA. The Company's telephone number is 0161 831 1512.
- 2.4 The principal activity of the Company is that of an investment company.
- 2.5 The Company has no subsidiaries and there are no undertakings in which the Company holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profit and losses.
- 2.6 There are no companies in which the Company has an interest.

#### 3. Share Capital

- 3.1 On incorporation the issued share capital of the Company was £1 divided into 1 ordinary share of £1.
- 3.2 On 26 March 2013, the ordinary share of £1 each was subdivided into 10 ordinary shares of 10p each.
- 3.3 On 26 March 2013, David Evans, Kevin Wilson and Malcolm Gillies respectively subscribed for 124,990 125,000 and 250,000 ordinary shares of 10p each.
- 3.4 On 28 March 2013, each ordinary share of 10p was subdivided into 1 ordinary share of 1p and 1 Deferred Share of 9p in the capital of the Company, resulting in 500,000 Ordinary Shares and 499,990 Deferred Shares in issue.
- 3.5 The Placing will result in the issue of 40,000,000 new Ordinary Shares on Admission. The Company's share capital is, at the date of this Document, and is expected to be, immediately following Admission:

	<i>At the date of this Document</i>		<i>Following Admission</i>	
	<i>Amount £</i>	<i>Number</i>	<i>Amount £</i>	<i>Number</i>
Issued and fully paid	50,000	500,000	40,500,000	405,000

- 3.6 The Company does not have in issue any securities not representing share capital and there are no outstanding convertible securities, exchangeable securities or securities with warrants issued or proposed to be issued by the Company.
- 3.7 Save as set out in this paragraph, there have been no movements in the Company's ordinary share capital since incorporation to the date of this Document.
- 3.8 On Admission, Shareholders who do not participate in the Placing will suffer an immediate dilution of 99 per cent. of their interests in the Company.
- 3.9 The provisions of section 561 of the Act (which confers shareholders rights of pre-emption in respect of the allotment of equity securities which are or are to be, paid up in cash other than by way of allotment to employees under an employees' share scheme as defined in section 1166 of the Act) will apply to unissued shares in the capital of the Company to the extent not disapplied as described in paragraph 3.10.2 below.
- 3.10 On 28 March 2013, by or pursuant to resolutions of the Company passed on that date it was resolved that:
- 3.10.1 in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £135,000 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) **PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
- 3.10.2 in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority referred to in paragraph 3.10.1 above as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:
- 3.10.2.1 the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory;
- 3.10.2.2 the allotment (otherwise than pursuant to 3.10.2.2 (a) above) of equity securities up to an aggregate nominal amount of £400,000 in respect of the Placing; and
- 3.10.2.3 the allotment (otherwise than pursuant to sub-paragraphs 3.10.2.1 or 3.10.2.2 above) of equity securities up to an aggregate nominal amount of £40,500 pursuant to an option agreement to be made between (1) the Company and (2) David Evans (as referred to in paragraph 6.10 of this Part V); and
- 3.10.2.4 the allotment (otherwise than pursuant to sub-paragraphs 3.10.2.1, 3.10.2.2 or 3.10.2.3 above) of equity securities up to an aggregate nominal amount of £40,500, representing approximately 10 per cent. of the Enlarged Share Capital.

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 3.11 As at the date of this Document and on Admission, David Evans, Kevin Wilson and Malcolm Gillies respectively hold 125,000, 125,000 and 250,000 Deferred Shares.

#### 4. Major Shareholders

- 4.1 The following persons hold, as at the date of this Document, and are expected (based on the information available as at the date of this Document), following Admission, to hold directly or indirectly 3 per cent. or more of the Existing Ordinary Shares or Enlarged Share Capital (as appropriate):

<i>Shareholder</i>	<i>As at the date of this Document</i>		<i>On Admission</i>	
	<i>Number</i>	<i>Existing Ordinary Shares %</i>	<i>Number</i>	<i>Ordinary Shares %</i>
Legal and General	Nil	–	6,000,000	14.81
Killik & Co	Nil	–	5,000,000	12.35
Hargreave Hale	Nil	–	4,000,000	9.88
Rathbones Investment Management City Financial Investment Company Limited	Nil	–	2,825,000	6.98
Richard Hughes	Nil	–	2,500,000	6.17
Neil McArthur	Nil	–	1,500,000	3.70
Andrew Parker	Nil	–	1,500,000	3.70
Michael Halsall	Nil	–	1,500,000	3.70
Malcolm Gillies	250,000	50	250,000	0.62
David Evans	125,000	25	125,000	0.31
Kevin Wilson	125,000	25	125,000	0.31

- 4.2 None of the holders of Existing Ordinary Shares listed above have voting rights different from the other holders of Existing Ordinary Shares.
- 4.3 Save as disclosed in this paragraph 4, neither the Company nor the Directors are aware of any person or persons who either alone or, if connected, jointly following Admission will (directly or indirectly) exercise or could exercise control over the Company.
- 4.4 Insofar as is known to the Company, no arrangements are in place, the operation of which may at a later date result in a change of control of the Company.

#### 5. Memorandum and Articles of Association

##### 5.1 Memorandum of Association

In accordance with the Act, the Company's Memorandum of Association does not set out any objects or purposes. The Company's objects are unrestricted and its purposes are therefore whatever the Directors determine.

##### 5.2 Articles of Association

The Articles which were adopted pursuant to a special resolution of the Company passed on 28 March 2013 contain provisions, inter alia, in respect of the Ordinary Shares, general meetings of the Company and the directors to the following effect:

### **5.2.1 Voting Rights**

Subject to any rights or restrictions attached to the shares (including as a result of unpaid calls) and/or as mentioned below, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative and is entitled to have a vote shall upon a show of hands have one vote and on a poll every member who is present in person or by proxy and entitled to vote shall have one vote for every share of which he is the holder. Where, in respect of any shares, any registered holder or any other person appearing to be interested in such shares fails to comply with any notice given by the Company under section 793 of the Act, in the reasonable time period specified in the notice, the shares in question may be disenfranchised.

### **5.2.2 Major Shareholders**

Nothing in the Articles confers on major shareholders in the Company any voting rights which are different to those conferred on the holders of Ordinary Shares as described in paragraph 5.2.1 above.

Pursuant to Rule 5.1 of the DTR, holders of three per cent. or more of the voting rights attaching to the Company's share capital are required to notify their holdings in writing to the Company. To the extent that persons who already hold at least three per cent. or more of the nominal value of the Company's share capital increase or decrease their holding, Rule 5.1 of the DTR requires that this is also notified to the Company by the shareholder.

Pursuant to section 793 of the Act, the Company may by notice in writing require a person whom the Company knows or has reasonable cause to believe to be or, at any time during the three years immediately preceding the date on which the notice is issued, to have been interested in shares comprised in the Company's issued share capital, to confirm that fact or (as the case may be) to indicate whether or not it is the case, and where that person holds, or has during that time held an interest in shares to comprised, to give such further information as may be required in accordance with section 793 of the Act.

### **5.2.3 General Meetings**

An annual general meeting shall be held once a year, within a period of not more than 6 months of the Company's accounting reference date.

Subject to a member's right to requisition a general meeting pursuant to section 303 of the Act, general meetings of the Company are convened at the discretion of the board, and with the exception of the annual general meeting, all such general meetings of the Company shall be called general meetings.

An annual general meeting shall be called by at least 21 clear days' notice in writing. All general meetings shall be called by at least 14 clear days' notice to the Company regardless of the type of resolution being passed (under section 307(1) of the Act). A notice must be served on a member in accordance with the provisions of the Act, that is, in hard copy form, or where the member has consented or is deemed to have consented under the Act, in electronic form or via a website. If the notice contains an electronic address for the Company, a member may send any Document or information relating to the relevant general meeting to that electronic address. Notice shall be given to all members and the directors and the auditors.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and hour of the meeting. A notice calling an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such. Every notice must include a reasonably prominent statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company.

A general meeting may be called by shorter notice being less than 14 days with the consent of members who (i) are a majority in number and (ii) hold 95 per cent in nominal value of the voting shares of the company.

#### **5.2.4 Changes in capital**

The Company may by ordinary resolution consolidate and divide its shares, or any of them, into shares of a larger amount. The Company may by ordinary resolution divide all or any of its share capital into shares of a larger amount or sub-divide all or any of its shares into shares of a smaller amount.

The Company may, from time to time, by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any manner authorised, and with and subject to any incident prescribed or allowed by the Act and the rights attached to existing shares. Subject to and in accordance with the provisions of the Act, the Company may purchase its own shares (including redeemable shares).

#### **5.2.5 Variation of Rights**

Subject to the Act and every other statute for the time being in force concerning companies and affecting the Company (the "Statutes"), if at any time the capital of the Company is divided into different classes of shares, all or any of the rights and privileges attached to any class of share may be varied or abrogated either:

- a) in such a manner (if any) as may be provided by the rights attaching to such class; or
- b) in the absence of any such provision, with the consent in writing of the holders of at least 75 per cent. of the nominal amount of the issued shares of the relevant class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of the relevant class. At any such separate meeting the holders present in person or by proxy of one third of the issued shares of the class in question shall be a quorum.

The creation or issue of shares ranking *pari passu* with or subsequent to the shares of any class shall not (unless otherwise expressly provided by these Articles or the rights attached to such last-mentioned shares as a class) be deemed to be a variation of the rights of such shares. A reduction of the capital paid up on any shares of any class will not be deemed to constitute a variation or abrogation of the rights attached to those shares. A purchase or redemption by the Company of any of its own shares in accordance with the provisions of the Statutes and of these Articles shall not be deemed to be a variation of the rights attaching to any shares.

#### **5.2.6 Redemption**

The Company may, subject to the Statutes, create shares which are liable to be redeemed. As at the date of this Document, there are no shares in issue which are capable of being redeemed by the Company.

#### **5.2.7 Conversion**

The Company may from time to time, by ordinary resolution and subject to the Statutes, convert all or any of its fully-paid shares into stock of the same class and denomination and may from time to time in like manner reconvert such stock into fully paid up shares of the same class and denomination.

#### **5.2.8 Distribution of assets on a winding up**

In the event of liquidation of the Company the holders of shares are entitled *pari passu* to any surplus dividends. A liquidator may, with the sanction of an extraordinary resolution, divide the assets among the members *in specie*.

### **5.2.9 Transfer of Shares**

The Ordinary Shares are in registered form and may be in certificated or uncertificated form. Shares in uncertificated form may be transferred otherwise than by written instrument in accordance with the Statutes and relevant subordinate legislation.

Transfers of shares in certificated form may be effected by instrument in writing in any usual or common form or in any other form acceptable to the directors. Any instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Company's register of members.

The directors may, in their absolute discretion (but subject to any rules of regulations of the London Stock Exchange or any rules published by the FSA applicable to the Company from time to time) and without assigning any reason therefore, refuse to register the transfer of a share which is in respect of a share which is not fully paid, or which is in favour of more than four transferees or which is in respect of more than one class of shares or which has not been presented for registration duly stamped accompanied by the share certificates for the shares to which the transfer relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

Where in respect of any shares any registered holder or any other person appearing to be interested in such shares fails to comply with any notice given by the Company under section 793 of the Act, then following a sale shown to the satisfaction of the Directors to be of the full legal and beneficial ownership of such shares at arm's length to a bona fide third party purchaser or of shares where the registered holder's holding of shares immediately prior to the proposed transfer represents less than 0.25 per cent. in nominal value of the issued shares of the relevant class. The registration of transfers may be suspended by the Directors for any period not exceeding 30 days in a year.

### **5.2.10 Dividends and other distributions**

Subject to the provisions of the Statutes, the Company may by ordinary resolution declare dividends to be paid to the members in accordance with their respective rights and interests in the profits, but not exceeding the amount recommended by the directors.

No dividends or moneys payable by the Company in respect of a share shall bear interest as against the Company unless otherwise provided by the rights attached to the share.

The directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.

Except as otherwise provided by the Articles or the rights attached to any shares issued by the Company, the holders of shares are entitled *pari passu* amongst themselves to share in the whole of the profits of the Company paid out as dividends and the whole of any surplus in the event of liquidation of the Company.

A liquidator may, with the sanction of an ordinary resolution, divide the assets among the members in specie. The directors shall give effect to any such resolution provided that no such distribution shall be made unless recommended by the directors.

The directors may, with the sanction of an ordinary resolution, offer the shareholders or any class of them (other than those not entitled to the relevant dividend or dividends) the right to elect to receive new Ordinary Shares, credited as fully paid, instead of cash in respect of the whole or part of any dividend or dividends which are the subject of the ordinary resolution.

Where, in respect of any shares, any registered holder or any other person appearing to be interested in shares of the Company fails to comply with any notice given by the Company under section 793 of the Act, then, provided that the shares concerned represent at least 0.25 per cent. in nominal amount of the issued shares of the relevant class, the Company may withhold dividends on such shares.



All unclaimed dividends or other sums payable on or in respect of a share may, after one year of being declared, be invested or otherwise made use of by the Directors for the benefit of “the Company” until claimed and the Company shall not be constituted a trustee in respect thereof. Any dividend which is unclaimed for a period of 12 years from the date on which the dividend became due for payment shall be forfeited and cease to remain owing by the Company and shall revert to the Company absolutely. The payment of any unclaimed dividend or other sum payable by the Company or in respect of any share into a separate account shall not constitute the Company a trustee thereof.

#### **5.2.11 Borrowing Powers**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets both present and future (including uncalled capital) and, subject to the Act, to issue debentures, loan stock or any other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or any third party subject to a limit equal to three times the Company’s adjusted share capital and reserves.

#### **5.2.12 Constitution of board of directors**

The minimum number of directors shall not be less than two and unless and until otherwise determined by the Company in general meeting shall not be more than seven. No shareholder qualification is required of any director.

#### **5.2.13 Retirement of directors by rotation**

At the first annual general meeting of the Company, all of the directors in office shall retire from office and may offer themselves for reappointment by shareholders. At every subsequent annual general meeting any directors who (a) have been appointed by the directors since the last annual general meeting; or (b) who were not appointed or reappointed at one of the preceding two general meetings, must retire from office and may offer themselves for reappointment by shareholders. A director retiring at a meeting shall retain office until the dissolution of such meeting.

The directors to retire will be those who have been longest in office or, in the case of those who were appointed or re-appointed on the same day, will (unless they otherwise agree) be determined by lot. The length of time a Director has been in office shall be computed from his last election, re-election or appointment when he has previously vacated office. A retiring Director shall be eligible for re-election.

#### **5.2.14 Remuneration of directors**

The fees to be paid to the directors shall be determined by the Remuneration Committee of the Company from time to time. Such fees shall be divided among such Directors in such proportion or manner as may be determined by the Directors and, in default of determination, equally. A fee payable to a Director pursuant to this Article is distinct from any salary, remuneration or other amount payable to him pursuant to other provisions of these Articles and accrues from day to day.

Each director may also be paid all reasonable travelling, hotel and other expenses properly incurred by him in respect of or about the performance of his duties as director including any expenses incurred in connection with his attendance at meetings of the directors of the Company or otherwise in the discharge of his duties as a director.

Any director who holds any executive office or who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, lump sum, participation in profits or otherwise as the directors determine.

### **5.2.15 Permitted interests of directors**

Subject to the provisions of the Statutes, a director is not disqualified by his office by entering into any contract, arrangements, transaction or proposal with the Company in any manner, nor is any contract, arrangement, transaction or proposal in which he is interested or in which he has entered into by or on behalf of the Company in which any director or person connected with him is in any way interested, whether directly or indirectly, liable to be avoided, and any director who enters into any such contract, arrangement, transaction or proposal or is so interested is not liable to account to the Company for any profit realised by any such contract, arrangement, transaction or proposal by reason of the director holding that office or of the fiduciary relationship thereby established but the nature and extent of his interest shall be disclosed by him in accordance with the provisions of the Statutes.

A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director and may act by himself or through his firm in a professional capacity for the Company (other than as auditor) on such terms as to tenure of office, remuneration or otherwise as the directors may determine. A director may also hold office as a director or other officer or be otherwise interested in any other company of which the Company is a member or in which the Company is otherwise interested and shall not be liable to account to the Company for any remuneration or other benefits received by him from that company.

### **5.2.16 Restrictions on voting by directors**

Save as provided below, a director shall not vote on or in respect of any contract, arrangement, transaction or any other proposal in which he (together with any person connected with him) has an interest which is to his knowledge a material interest otherwise than by virtue of his interest in shares or debentures or other securities of or otherwise in or through the Company. A director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

A director shall not vote or be counted in the quorum on any resolution concerning his own appointment as the holder of any office or place of profit with the Company or any company in which the Company is interested (including, without limitation, fixing or varying the terms of his appointment or the termination or extension thereof).

A director shall (in the absence of some other material interest than is indicated below) be entitled to vote and be counted in the quorum in respect of any resolution concerning any of the following matters:

- a) the giving of any security, guarantee or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
- b) the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he has assumed responsibility in whole or in part either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
- c) any proposal, contract, arrangement or transaction concerning a placing of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which placing he is or is to be interested as a holder of securities or as a participant in the undertaking or sub-underwriting thereof;
- d) any contract, arrangement, transaction or other proposal concerning any other company in which he is interested, directly or indirectly and where as an officer or member or otherwise howsoever provided that he (together with any person connected (within the meaning of section 252 of the Act) with him) is not the holder of or interested in shares representing one per cent. or more of any class of the equity share capital or voting rights;
- e) any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a pension, superannuation or similar fund or scheme, a

retirement, death of disability benefits fund or scheme or an employees' share scheme which has been approved by or is subject to and conditional upon approval by HM Revenue & Customs for taxation purposes or does not accord to any director as such any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and

- f) any contract for the grant, purchase and/or maintenance of insurance against any liability of any directors.

### **5.2.17 Deferred Shares**

The Deferred Shares shall have and enjoy the following rights and be subject to the following restrictions:

- as regards income, the Deferred Shares shall confer upon the holders thereof as a class their right to receive 0.1p for each £999,999 of such dividends and other distributions as shall be resolved to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon;
- as regards capital, in the event of winding up of the Company or other return of capital, the Deferred Shares shall confer upon the holders thereof as a class the right to receive 0.1p for each £999,999 of the assets of the Company available for distribution amongst the members the same to be distributed amongst the holders of the Deferred Shares in proportion to the amounts paid up or credited as paid up thereon; and
- as regards voting, the Deferred Shares shall not at any time confer on the holders any right to attend, vote or speak at any general meeting of the Company or to receive notices thereof.

## **5.3 Sell-out Rules, Squeeze-out Rules and Takeover Bids**

### **5.3.1 Sell-out**

Under the Act, if an offeror makes an offer to acquire all the Ordinary Shares and successfully acquired 90 per cent. of the Ordinary Shares within four months of making its offer, it could then compulsorily acquire the remaining 10 per cent. It would do so by sending a notice to outstanding Shareholders telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding Shareholders. The consideration offered to the Shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the takeover offer.

### **5.3.2 Squeeze-out**

The Act also gives minority Shareholders in the Company a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If a takeover offer related to all the Ordinary Shares and at any time before the end of the period within which the offer could be accepted the offeror held or had agreed to acquire not less than 90 per cent. of the Ordinary Shares, any holder of shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares.

The offeror would be required to give any Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises his/her rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

- 5.3.3 There have been no public takeover bids by third parties in respect of the Company's equity in the current financial year or the previous financial year.

## 6. Directors' Interests

6.1 The following persons are directors of the Company:

David Eric Evans (Chairman)  
Kevin William Wilson (Non Executive Director)  
Malcolm John Gillies (Non Executive Director)

6.2 Until the Company makes an acquisition the business address of all of the Directors is 3 Ralli Courts, West Riverside, Manchester M3 5FT.

6.3 The interests of the Directors in the issued ordinary share capital of the Company and the interests of each Director's family (which shall bear the meaning given to it as set out in the AIM Rules) required to be notified to the Company pursuant to Rule 17 of the AIM Rules and the existence of which is known or which could, with reasonable diligence, be ascertained by a Director are, and following Admission will be, as follows:

	<i>At the date of this Document</i>		<i>On Admission</i>	
	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
David Evans	125,000	25	125,000	0.31
Kevin Wilson	125,000	25	125,000	0.31
Malcolm Gillies	250,000	50	250,000	0.62

6.4 In respect of the Directors, there are no conflicts of interest between any duties they have to the Company and their private interests and/or other duties they may have.

6.5 There are no outstanding loans granted by any member of the Company to the Directors or any guarantees provided by any member of the Company for the benefit of the Directors.

6.6 No Director has or has had any interest in any transaction which is or was unusual in its nature or conditions or which is or was significant in respect of the business of the Company and which was effected by any member of the Company during the current or immediately preceding financial year, or which was effected during an earlier financial year and remains in any respect outstanding or unperformed.

6.7 There are no arrangements or understandings between the Directors and any major shareholder, customer or supplier of the Group pursuant to which any Director was selected or will be selected as a member of the administrative, management or supervisory bodies or member of senior management of the company.

6.8 Save as set out in paragraph 9.5 of this Part V, there are no restrictions on any Director on the disposal within a period of time of their holding of Ordinary Shares.

6.9 None of the Directors nor any member of their respective families (as defined in the AIM Rules) has a related financial product (as defined in the AIM Rules) referenced to the Ordinary Shares.

6.10 Under the terms of an option agreement between the Company and David Evans to be dated 29 March 2013, David Evans has been granted an option over 4,050,000 new Ordinary Shares, representing 10 per cent. of the issued share capital at Admission. The share option has been granted with an exercise price per Ordinary Share of 10 pence and may be exercised conditional upon (a) Admission, (b) an acquisition being completed within 12 months of Admission, and (c) the share price of the Company being at least 20 pence per Ordinary Share. The option will lapse on the expiry of ten years from the date of grant.

## 7. Directors' terms of appointment

- 7.1 The Company has entered into the following agreements with the Directors (all of which are conditional upon Admission):
- 7.1.1 a letter of appointment dated 28 March 2013 between (1) the Company and (2) David Evans whereby David was appointed as Chairman of the Company. The appointment may be terminated by either party being at least one month notice on the other. The letter of appointment contains provisions for early termination *inter alia* in the event of serious or repeated breach by the director of his obligations to the Company. An annual fee of £12,000 is payable to David but will only commence once the Company completes its first transaction. No benefits are provided to David under his appointment;
- 7.1.2 a letter of appointment dated 28 March 2013 between (1) the Company and (2) Kevin Wilson whereby Kevin was appointed as non executive director of the Company. The appointment may be terminated by either party being at least one month notice on the other. The letter of appointment contains provisions for early termination *inter alia* in the event of serious or repeated breach by the director of his obligations to the Company. An annual fee of £12,000 is payable to Kevin but no benefits are provided to Kevin under his appointment;
- 7.1.3 a letter of appointment dated 28 March 2013 between (1) the Company and (2) Malcolm Gillies whereby Malcolm was appointed as non executive director of the Company. The appointment may be terminated by either party being at least one month notice on the other. The letter of appointment contains provisions for early termination *inter alia* in the event of serious or repeated breach by the director of his obligations to the Company. An annual fee of £12,000 is payable to Malcolm but no benefits are provided to Malcolm under his appointment.
- 7.2 Save as set out in paragraph 7.1 above. There are no existing or proposed service contracts or consultancy agreements between any of the Directors and the Company or any member of the Company. None of the arrangements referred to in paragraph 7.1 above contains a right to benefits upon termination (other than those during the notice period under the relevant contract).
- 7.3 The Directors have not received and are not entitled to receive any Ordinary Shares or options over Ordinary Shares in lieu of remuneration or as any form of compensation.
- 7.4 Other than as disclosed in this paragraph 7.1 above no member of the Company is party to any service contract with any of the Company's directors which provides for benefits on the termination of any such contract.
- 7.5 No sums have been set aside or accrued by the Company or any member of the Company to provide pension, retirement, or similar benefits for the Directors.
- 7.6 There is no arrangement under which any Director has waived or agreed to waive future emoluments.

## 8. Additional information on the Directors

- 8.1 Other than directorships of the Company, the Directors have been directors or partners in the following companies or partnerships within the five years prior to the date of this Document:

<i>Name</i>	<i>Current</i>	<i>Past</i>
David Eric Evans	Collbio Limited Cytos Limited Diagnostic Capital Limited EKF Diagnostics Holdings Plc Epistem Holdings Plc Horizon Discovery Limited Integrated Magnetic Systems Limited LochGlen Whisky Company Limited Marine Biotech Limited Momentum Bioscience Limited	BBI Holdings Limited BGenuinetec KK Criterion Licencing Limited Criterion Limited DXS EBT Company Limited Epistem Limited Immunodiagnosics Systems Holdings Plc Immunodiagnosics Systems Limited Microtest Matrices Limited Onyx Research Chemicals Limited

<i>Name</i>	<i>Current</i>	<i>Past</i>
David Eric Evans (continued)	Omega Diagnostics Group Plc OptiBiotix Health Limited Scancell Limited Scancell Holdings Plc Spectrum (General Partners) Limited St Andrews Golf Art Limited Venn Life Sciences Holdings Limited	Qiagen Manchester Limited Quotient Diagnostics Limited Rosnes Limited Scipac Limited Sirigen Group Limited Storyland Group Plc Storyland Limited Vindon Healthcare Plc
Kevin William Wilson	Arcis Biotechnology Limited Arcis Biotechnology Holdings Limited Big Life Centres Big Life Enterprises Limited Diagnostic Capital Limited EKF Diagnostics Holdings Plc Hon-Sho Limited The Big Issue in the North Limited The Big Issue in the North Trust The Big Life Company Limited Self Help Services Limited	SoccerStockMarket Limited Storyland Group Plc
Malcolm John Gillies	Aircraft Medical Limited Antoxis Limited Ohmedics Limited Recyclatech Group Limited	IDMoS Plc Novabiotics Limited Trading Emissions Plc

8.2 Save as disclosed below, none of the Directors has:

- (a) any unspent convictions in relation to indictable offences;
- (b) been subject to any bankruptcies or individual voluntary arrangements;
- (c) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, been subject to a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors, whilst he was a director of that company or within the 12 months after he had ceased to be a director of that company;
- (d) been a partner in or member of any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement, whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (e) been the owner of any asset which has been placed in receivership or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months preceding such events;
- (f) been publicly criticised by any statutory or regulatory authorities (including recognised professional bodies); or
- (g) been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.

On 18 December 2010, David Evans was appointed as a director of Cytox Limited. On 23 March 2011, Cytox Limited went into administration and the statement of affairs signed by David Evans showed a creditor shortfall of £418,500. On 2 June 2011, Cytox Limited entered into a Company Voluntary Arrangement which was completed on 24 July 2012.

David Evans was appointed as a director of Lineplan Limited on 24 March 1995. Lineplan Limited went into Creditors' Voluntary Liquidation on 18 May 2000. Under the liquidation, the dividends were as follows: Preferential debts of £10809.22 received 100p per pound and unsecured debts of £52,851 received 0p in the pound. Lineplan Limited was subsequently dissolved on 22 August 2002.

David Evans was appointed as a director for CY Realisations Limited on 28 November 2000. CY Realisations went into creditors' voluntary liquidation on 11 April 2003. The directors' statement of affairs dated 11 April 2003 showed a creditor shortfall of £237,254. CY Realisations was subsequently dissolved on 29 October 2009.

Malcolm Gillies was, as a representative of venture capital shareholders, a director of Cranbrook Electronic Holdings Limited. He was appointed on 10 April 1997. Cranbrook Electronic Holdings Limited went into administrative receivership on 21 May 1999. The directors' Statement of Affairs dated 11 June 1999 showed a creditors shortfall of £151,500.00. Cranbrook Electronic Holdings Limited was subsequently dissolved on 16 January 2001.

Malcolm Gillies was a director and the secretary of Idmos plc. He was appointed as director from 20 June 2007 and secretary from 6 November 2007. Idmos plc went into administration on 16 April 2008. The Statement of Affairs showed an estimated creditor surplus of £321,191.00. Idmos plc was subsequently dissolved on 23 July 2009.

- 8.3 There are no further disclosures to be made in accordance with paragraph (g) of Schedule Two of the AIM Rules for Companies.

## 9. Material Contracts

The following contracts (a) have been entered into by the Company since incorporation, not being contracts entered into in the ordinary course of business; or (b) are, or may be, contracts entered into by the Company which are material or contain, or may contain, provisions under which the Company has an obligation or entitlement which is material to the Company as at the date of this Document:

- 9.1 the Placing Agreement dated 28 March 2013 between (1) Zeus Capital; (2) the Company and (3) the Directors pursuant to which Zeus Capital agreed as agent for the Company to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Company has agreed to pay Zeus Capital a corporate finance fee of £100,000 and a commission of 5 per cent. of the gross proceeds of the Placing. The Company and the Directors have, subject to certain limitations in relation to time and quantum, given certain limited warranties and indemnities to Zeus Capital including, but not limited to, as to the accuracy of information contained in this Document;
- 9.2 an agreement dated 28 March 2013 between (1) the Company, (2) the Directors and (3) Zeus Capital pursuant to which Zeus Capital was appointed to act as Nominated Adviser and Broker to the Company for the purposes of the Company's Admission. The Company agreed to pay Zeus Capital a fee of £10,000 per annum, quarterly in advance by standing order, for its services as Nominated Adviser. The agreement contains certain undertakings and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement runs for a period of one year and thereafter may be terminated by either the Company or Zeus Capital on not less than 3 months' notice;
- 9.3 the letters of appointment referred to in paragraph 7 of this Part V; and
- 9.4 the option agreement referred to in paragraph 6.10 of this Part V.
- 9.5 the lock-in agreements dated 28 March 2013 between each of David Evans, Kevin Wilson and Malcolm Gillies, Zeus Capital and the Company pursuant to AIM Rule 7 which those shareholders agree they will not, save as for in very limited circumstances set out below, dispose of any interest in Ordinary Shares for a period of 12 months following Admission.

The circumstances in which the lock-in arrangements will not apply are, *inter alia*, as follows:

- (i) in acceptance of a general offer made to the Company's shareholders (made in accordance with the City Code on Takeovers and Mergers) to acquire the entire issued share capital of the Company;
- (ii) for a disposal by the personal representative of those shareholders if any of them shall die during the period of such restrictions;
- (iii) in the event of an intervening court order; and

- (iv) in the case of a disposal pursuant to any compromise or arrangement or any takeover effected under Part 26 of the Act.

## **10. Employees**

The Company has no employees.

## **11. Related Party Transactions**

Other than set out in paragraphs 6.10, 7 and 9 of this Part V, Company is not party to any related party transactions.

## **12. Working Capital**

The Directors are of the opinion, having made due and careful enquiry, that, taking into account the net proceeds of the Placing and the existing resources available to the Company, the Company has sufficient working capital for its present requirements, that is for at least 12 months from the date of Admission.

## **13. Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have or have had in the 12 months preceding the date of this Document a significant effect on the Company's financial position or profitability.

## **14. Significant Change**

There has been no significant change in the financial or trading position of the Company since 27 March 2013, being the date to which the financial information has been reported on in Part III and Part IV of this Document.

## **15. Corporate Governance**

### **15.1 Audit and Risk Committee**

The following is a summary of the terms of reference under which the Company's Audit and Risk Committee (the "**Committee**") operates. The Committee comprises Kevin Wilson and Malcolm Gillies, both of whom are non-executive directors of the Company.

The Committee shall have at least two members and each member shall be an independent non-executive director. The Board must be satisfied that at least one member of the Committee has recent and relevant financial experience. Appointments to the Committee should be made by the Board in consultation with the chairman of the Committee.

The Committee shall meet at least three times in every year and any other time as required by either the chairman of the Committee, the finance director of the Company or the external auditors of the Company. In addition, the Committee shall meet with the external auditors of the Company without any executives attending.

The Committee shall, *inter alia*:

- (a) approve the appointment and removal of the head of the internal audit function;
- (b) maintain and oversee appropriate relationships with external auditors including considering the appointment and remuneration of external auditors and review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process;
- (c) monitor the financial reporting and internal financial control principles of the Company;
- (d) review all financial results of the Company and financial statements, including all announcements in respect thereof before submission of the relevant documents to the Board;



- (e) review and discuss (where necessary) any issues and recommendations of the external auditors including reviewing the external auditors' management letter and management's response;
- (f) consider all major findings of internal operational audit reviews and management's response to ensure co-ordination between internal and external auditors;
- (g) review the Board's statement on internal reporting systems and keep the effectiveness of such systems under review;
- (h) review and assess the annual internal audit plan; and
- (i) consider all other relevant findings and audit programmes of the Company.

The Committee shall report annually on the Board's behalf to the Shareholders. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall compile a report to Shareholders on its activities to be included in the Company's annual report such report to comply with the Corporate Governance Code or, where the Committee has determined that there are good reasons for not so complying, an explanation of those reasons.

For the purposes of compliance, whistleblowing and fraud, the Committee shall:

- (a) review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- (b) review the Company's procedures for detecting fraud; and
- (c) review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.

The Committee is authorised to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information it requires from any employee of the Company; and
- (c) obtain, at the Company's expense, outside legal or other independent professional advice and to secure the attendance of such persons to meetings as it considers necessary and appropriate.

## **16. United Kingdom Taxation**

The following summary, which is intended as a general guide only, outlines certain aspects of current UK tax legislation, and what is understood to be the current practice of HMRC in the United Kingdom regarding the ownership and disposal of ordinary shares. This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position of UK resident, ordinarily resident and domiciled Shareholders who are beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment. Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the UK should consult his professional advisers immediately as to the taxation consequences of their purchase, ownership and disposition of Ordinary Shares. This summary is based on current United Kingdom tax legislation. Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below.

### **16.1 Taxation of dividends**

No tax will be withheld by the Company when it pays a dividend.

A UK resident individual shareholder who receives a dividend from the Company will be entitled to a tax credit, currently at the rate of 1/9th of the cash dividend paid (or 10 per cent. of the aggregate of the net dividend and related tax credit). The individual is treated as receiving for tax purposes gross income equal to the cash dividend plus the tax credit. The tax credit is set against

the individual's tax liability on that gross income. The lower rate of income tax on dividend income is currently 10 per cent.

An individual shareholder who is not liable to income tax at a rate greater than the basic rate (currently 20 per cent.) will have no income tax to pay in respect of the dividend.

The higher rate of income tax on dividends is currently 32.5 per cent. within the 40 per cent. income tax bracket and 42.5 per cent. within the 50 per cent. bracket. This means that an individual shareholder who is taxed on the dividend in the 40 per cent. bracket will have further income tax to pay at a rate of 22.5 per cent. of the gross dividend (or 25 per cent. of the net dividend). An individual shareholder in the 50 per cent. bracket will have further income tax to pay at a rate of 32.5 per cent. of the gross dividend paid (or approximately 36.1 per cent. of the net dividend). From 6 April 2013 the 50 per cent. rate of income tax will be reduced to 45 per cent. and the dividend rate for income on the 45 per cent. income tax bracket will fall to 37.5 per cent. This means that an individual shareholder who is taxed on the dividend in the 45 per cent. bracket will have further income tax to pay at a rate of 27.5 per cent. of the gross dividend (or 30.6 per cent. of the net dividend).

UK resident shareholders who do not pay income tax or whose liability to income tax on the dividend and related tax credit is less than the tax credit, including pension funds, charities and certain individuals are not generally entitled to claim repayment of any part of the tax credit associated with the dividend from HM Revenue & Customs.

A UK resident corporate shareholder will not generally be liable to corporation tax on any dividend received from the Company and the dividend received and related tax credit will constitute franked investment income.

Whether a shareholder who is not resident in the UK for tax purposes is entitled to a tax credit in respect of dividends paid by the Company and to claim payment of any part of the tax credit will depend, in general, on the provisions of any double taxation convention which exists between the shareholder's country of residence and the UK. A non-UK resident shareholder may also be subject to foreign taxation on dividend income.

Persons who are not resident in the UK should consult their own tax advisers on the possible application of such provisions or what relief or credit may be claimed in the jurisdiction in which they are resident.

## **16.2 Taxation of chargeable gain**

For the purpose of UK tax on chargeable gains, the issue of Ordinary Shares pursuant to the Acquisition will be regarded as an acquisition of a new holding in the share capital of the Company.

The Ordinary Shares so allotted will, for the purpose of tax on chargeable gains, be treated as acquired on the date of allotment. The amount paid for the Ordinary Shares will usually constitute the base cost of a shareholder's holding. If a Shareholder disposes of all or some of his Ordinary Shares a liability to tax on chargeable gains may, depending on their circumstances arise. UK resident individuals and trustees are generally subject to capital gains tax at a current flat rate of 28 per cent. (reduced to 18 per cent. where a gain falls within an individual's unused basic rate income tax band).

Gains made by UK resident companies are subject to corporation tax but there is an entitlement to indexation allowance which may reduce the chargeable gain.

A Shareholder who is neither resident nor ordinarily resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of shares while they are temporarily non resident may be treated as disposing of them in the tax year in which they again become resident in the UK.

### **16.3 Stamp duty and stamp duty reserve tax**

No UK stamp duty will be payable on the issue by the Company of Ordinary Shares. Transfers of Ordinary Shares for value will generally give rise to a liability to pay UK ad valorem stamp duty, or stamp duty reserve tax, at the rate in each case of 50 pence per £100 of the amount or value of the consideration (rounded up in the case of stamp duty to the nearest £5). It is proposed to abolish Stamp Duties for shares listed on AIM from April 2014.

## **17. General**

- 17.1 Zeus Capital has given and not withdrawn its written consent to the inclusion in this Document of its name and the references thereto in the form and context in which they appear.
- 17.2 Kingston Smith LLP has given and not withdrawn its written consent to the inclusion in this Document of its name and reports and the references thereto in the form and context in which they appear.
- 17.3 There are no patents or licences, industrial, commercial or financial contracts or manufacturing processes which are material to the Company's business or profitability.
- 17.4 There have been no interruptions in the business of the Company, which may have or have had since incorporation a significant effect on the financial position of the Company or which are likely to have a material effect on the prospects of the Company for the next 12 months.
- 17.5 The Directors are not aware of (i) any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects in the period commencing on the date of this Document until 31 March 2014 or (ii) any trends in production, sales and inventory, and costs and selling prices between incorporation and the date of this Document.
- 17.6 The Ordinary Shares are in registered form and may be held in certificated or uncertificated form. No temporary Documents of title will be issued. The Ordinary shares will be issued pursuant to the Act. The ISIN number of the Ordinary Shares is GB00B94T6Y14. The Company's registrars, Capita Registrars Limited, are responsible for maintaining the Company's register of members.
- 17.7 There have been no payments by the Company to promoters since incorporation and no fees have been paid since incorporation (other than to trade suppliers) in the sum of £10,000 or more in cash or in kind.
- 17.8 No person (excluding professional advisers otherwise disclosed in this Document and trade suppliers) has:
- (a) received, directly or indirectly from the Company since incorporation; or
  - (b) entered into contractual arrangements (not otherwise disclosed in this Document) to receive, directly or indirectly, from the Company or the Company, on or after Admission:
- any of the following:
- (i) fees totalling £10,000 or more;
  - (ii) securities in the Company where these have a value of £10,000 or more calculated by reference to the opening price of Ordinary Shares upon Admission; or
  - (iii) any other benefit with the value of £10,000 or more at the date of Admission.
- 17.9 There are no investments in progress which are significant to the Company and there are no principal future investments on which the Company have at the date hereof made firm commitments. There are no existing or planned material tangible fixed assets.
- 17.10 It is estimated that the total expenses payable by the Company in connection with Admission will amount to approximately £347,500 (excluding VAT) and the net proceeds of the Placing will be approximately £3.65 million.

17.11 The Directors are not aware of any environmental issues that may affect the Company's utilisation of its tangible fixed assets.

#### **18. Documents available for inspection**

Copies of the following Documents are displayed on the Company's website at [www.healthcareinvestmentsopps.co.uk](http://www.healthcareinvestmentsopps.co.uk) and may be inspected at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Document until one month following Admission:

- 18.1 the memorandum and articles of association of the Company;
- 18.2 the consent letters referred to in paragraphs 17.1 and 17.2 of this Part V;
- 18.3 the report and letter from Kingston Smith LLP set out in Parts III and IV of this Document;
- 18.4 the appointment letters for the Directors referred to in paragraph 7 of this Part V; and
- 18.5 this Document.

Dated: 28 March 2013

